

DRAFT #2

File No. SD-075

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
EMBASSY SUITES, INC.

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board on January 8, 1992, and before the Nevada Gaming Commission on January 23, 1992, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

- a. The application of Embassy Suites, Inc. for approval of a continuous or delayed public offering pursuant to NGC Regulation 16.115; and
- b. The applications of Harrah's Club, Holiday Casino, Inc. and Harrah's Laughlin, Inc. for approval to guarantee any security issued by, or to hypothecate their assets to secure the payment or performance of any obligations evidenced by any security issued by, Embassy Suites, Inc. pursuant to a public offering made by it under the aforesaid continuous or delayed public offering

approval, pursuant to NGC Regulation 16.100(3).

2. THAT Embassy Suites, Inc. is hereby granted approval to make public offerings for a period of one year, subject to the following conditions:

a. That at all times during the year, Embassy Suites, Inc. shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934;

b. That upon filing documents with the United States Securities and Exchange Commission regarding the sale of any securities for which approval would otherwise be required, Embassy Suites, Inc. shall contemporaneously provide written notice and copies of such documents to the State Gaming Control Board, Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Embassy Suites, Inc. or its subsidiaries, which could be subject to reporting on SEC Form 8K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THE Commission hereby delegates to the Chairman of the State Gaming Control Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 2(c) above.

4. THAT Harrah's Club, Holiday Casino, Inc. and Harrah's Laughlin, Inc. are each granted approval for a period of one year, pursuant to NGC Regulation

16.100(3), as corporate licensees, to guarantee any security issued by Embassy Suites, Inc. pursuant to a public offering made under the authority granted it by paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of any obligation evidenced by any security issued by Embassy Suites, Inc. pursuant to a public offering made under the authority granted it by paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 23rd day of January, 1992.

FOR THE COMMISSION:

Bill Curran, Chairman

Submitted by:

P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By Deputy Attorney General
Gaming Division

DRAFT #2

File No. SD-075

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
THE PROMUS COMPANIES INCORPORATED
(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board on January 8, 1992, and before the Nevada Gaming Commission on January 23, 1992, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The application of The Promus Companies Incorporated for approval of a continuous or delayed public offering pursuant to NGC Regulation 16.115; and

b. The applications of Harrah's Club, Holiday Casino, Inc. and Harrah's Laughlin, Inc. for approval to guarantee any security issued by, or to hypothecate their assets to secure the payment or performance of any obligations evidenced by any security issued by, The Promus Companies Incorporated pursuant to a public offering made by it under the aforesaid continuous or delayed

public offering approval, pursuant to NGC Regulation 16.100(3).

2. THAT The Promus Companies Incorporated is hereby granted approval to make public offerings for a period of one year, subject to the following conditions:

a. That at all times during the year, The Promus Companies Incorporated shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934;

b. That upon filing documents with the United States Securities and Exchange Commission regarding the sale of any securities for which approval would otherwise be required, The Promus Companies Incorporated shall contemporaneously provide written notice and copies of such documents to the State Gaming Control Board, Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on The Promus Companies Incorporated or its subsidiaries, which could be subject to reporting on SEC Form 8K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THE Commission hereby delegates to the Chairman of the State Gaming Control Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 2(c) above.

